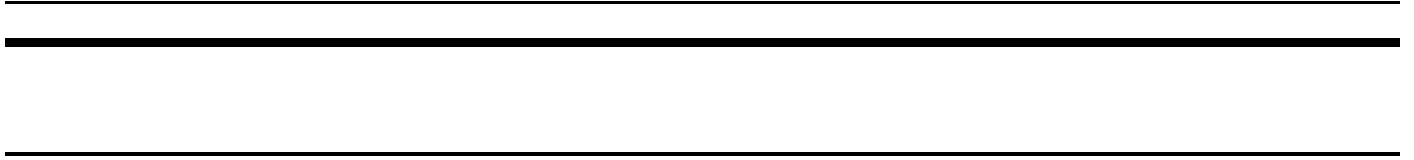




Not Applicable

(Former name or former address, if changed since last report)



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On March 23, 2009, Bancorp Rhode Island, Inc. (the "Registrant") announced that James V. DeRentis, Vice President of the Registrant and Executive Vice President and Chief Business Officer of Bank Rhode Island, the Registrant's wholly-owned subsidiary (the "Bank"), will be resigning effective April 3, 2009. Following his resignation, Mr. DeRentis will continue as a part-time consultant for the Bank. A press release regarding Mr. DeRentis' resignation is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

| Exhibit No. | Exhibit                             |
|-------------|-------------------------------------|
| 99.1        | Press Release dated March 23, 2009. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BANCORP RHODE ISLAND, INC.

By: /s/ Linda H. Simmons  
Linda H. Simmons  
Chief Financial Officer

Date: March 23, 2009